

July 23, 2001

Mark Zaccone
1 Pierce Place, Suite 1100
Itasca, Illinois 60143

Dear Mark,

Enclosed is a copy of the Joint Petition for the approval of the Merger Amendment to the Negotiated Interconnection Agreement between "Chicago 20 Mhz LLC as successor in the Chicago MTA to PrimeCo Personal Communications, LP" and Ameritech Illinois for signature. Our Commission also requires Notarized Verification from both parties.

Please return signed Joint Petition and your Notarized Verification to me via next day mail. My address is:

Mary C. Velez
% Ameritech
225 W. Randolph St. HQ27C
Chicago, IL 60606

Any question, please feel free to call me on 312 551-9150.

Sincerely,

Enclosures

August 13, 2001

Ms. Donna Caton, Chief Clerk
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, Illinois 62794-9280

Dear Ms. Caton,

Enclosed please find for filing the Joint Petition for Approval of Merger Amendment to the Interconnection Agreement between "Chicago 20 Mhz LLC as successor in the Chicago MTA to PrimeCo Personal Communications, LP" and Ameritech Illinois.

Please acknowledge receipt by returning the extra copy of this letter.

Sincerely,

Enclosures

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

ILLINOIS BELL TELEPHONE COMPANY)	
(Ameritech Illinois))	
and Chicago 20 Mhz LLC as successor in the Chicago)	
MTA to PrimeCo Personal Communications, LP)	
)	01 - _____
Joint Petition for Approval of Merger Amendment)	
to the Negotiated Interconnection Agreement dated)	
May 26, 2000, pursuant to 47 U.S.C. § 252)	

**JOINT PETITION FOR APPROVAL OF THE MERGER AMENDMENT TO THE
NEGOTIATED INTERCONNECTION AGREEMENT BETWEEN
CHICAGO 20 MHZ LLC AS SUCCESSOR IN THE CHICAGO MTA TO
PRIMECO PERSONAL COMMUNICATIONS, LP AND AMERITECH ILLINOIS**

Illinois Bell Telephone Company (“Ameritech Illinois”) and Chicago 20 Mhz LLC as successor in the Chicago MTA PrimeCo Personal Communications, LP through counsel, hereby request that the Commission review and approve the attached Merger Amendment to the Interconnection Agreement dated May 26, 2000 pursuant to Sections 252(a)(1) and 252(e) of the Telecommunications Act of 1996 47 U.S.C. §§ 252 (a)(1), 252(e), (the “Act”) and conditions for FCC Order approving SBC/Ameritech merger in CC Docket No. 98-141 (the “FCC Conditions”). In support of their request, the parties state as follows:

1. The Parties have agreed that the Interconnection Agreement be amended to provide for certain terms and conditions and have entered into this Amendment to set forth such terms and conditions.
2. Pursuant to Section 252(e)(2) the Commission may only reject a negotiated agreement if it finds that (1) the agreement discriminates against another carrier or (2) implementation of the Agreement would not be consistent with the public interest, convenience and necessity. Neither basis for rejection is present here.
3. Copies of the Merger Amendment are available for public inspection in Ameritech Illinois’ public offices.

WHEREFORE, the joint petitioners respectfully request that the Commission approve the attached Merger Amendment to the Interconnection Agreement under Section 252(e) of the Act as expeditiously as possible.

Respectfully submitted this _____ day of July 2001

Ameritech Illinois

**Chicago 20 Mhz LLC as successor in the Chicago MTA to
PrimeCo Personal Communications, LP**

Mark Kerber/James Huttenhower
Ameritech Services, Inc.
225 West Randolph Street, 25D
Chicago, Illinois 60606
(312) 727-7140

Richard M. Cane
PrimeCo Personal Communications, LP
1 Pierce Place, Suite 1100
Itasca, Illinois 60143
(630) 773-2667

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

ILLINOIS BELL TELEPHONE COMPANY)	
(Ameritech Illinois))	
and Chicago 20 Mhz LLC as successor in the)	
Chicago MTA to PrimeCo Personal Communications, LP)	
)	01 - _____
Joint Petition for Approval of Merger Amendment to the)	
Negotiated Interconnection Agreement dated May 26, 2000,)	
pursuant to 47 U.S.C. § 252)	

STATEMENT IN SUPPORT OF JOINT PETITION FOR APPROVAL

I, Eric Larsen am Director – Negotiations for Southwestern Bell Telephone Company/Illinois Bell Telephone Company Negotiations and Interconnection, and submit this Statement in support of the Joint Petition for Approval of the Merger Amendment to the Negotiated Interconnection Agreement between PrimeCo Personal Communications, LP and Ameritech Illinois.

The attached Merger Amendment to the Interconnection Agreement (the “Agreement”) between Illinois Bell Telephone Company (“Ameritech Illinois”) and PrimeCo Personal Communications, LP (“PrimeCo”) was reached through voluntary negotiations between the parties. Accordingly, Ameritech Illinois and PrimeCo requests approval pursuant to Sections 252(a)(1), 252(e) of the Telecommunications Act of 1996 (sometimes referred to as the “Act”) and FCC Order in CC Docket No. 98-141.

The Agreement meets all the requirements of the Act and the Commission should approve it.

The Agreement is amended as follows:

- ◆ Adds items to the Defined Terms of the Agreement.
- ◆ Adds Appendix – Merger Conditions (Wireless) Alternative Dispute Resolution (ADR) – the parties shall adhere to and implement, as applicable, the Alternative Dispute Resolution guidelines and procedures described in FCC Conditions, Paragraph 54 and Attachment D.

- ◆ “Conflicting Conditions” If any of the FCC Merger Conditions contained in this Appendix and conditions imposed in connection with the merger under [state] law grant similar rights against SBC/Ameritech, Carrier shall not have a right to invoke the relevant terms of these FCC Merger Conditions in this Appendix, if Carrier has invoked substantially related conditions imposed on the merger under [state] law in accordance with the FCC Merger Conditions.
- ◆ “FCC Conditions” means the proposed Conditions for FCC Order Approving SBC/Ameritech Merger, CC Docket No. 98-141.
- ◆ Makes other modifications to the Agreement necessary to incorporate the above amendment.
- ◆ This Amendment shall not modify or extend the Effective Date or Term of the underlying Agreement.
- ◆ Except as modified herein, all other terms and conditions of the underlying agreement shall remain unchanged and in full force and effect, and such terms are hereby incorporated by reference and the Parties hereby reaffirm the terms and provisions thereof.